

Form 210A (10/06)

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:

CIRCUIT CITY STORES, INC., et al.

Debtor.

Chapter 11

Case No. 08-35653

Jointly Administered

Hon. Kevin R. Heunnekens, U.S.B.J.

**TRANSFER OF CLAIM OTHER THAN FOR SECURITY
PURSUANT TO FED. R. BANKR. P. 3001(e)(2)
AND TRANSFEROR'S WAIVER OF NOTICE**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a) by Manufacturers and Traders Trust Company, as Trustee (the "Transferor") and filed on the Claims Register for the above-captioned bankruptcy case. All right, title and interest in and to the claim has been sold and transferred, for other than security, described as follows:

1. Person or entity to whom the claim has been transferred (the "Transferee"):

Name: 4905 Waco LLC Telephone No. (713) 965-1676

Address: 4905 Waco LLC
Attention: Michael Mason, President
c/o Fairfield Financial Group Inc, Managing Member
8 Greenway Plaza, Suite 1100
Houston, TX 77046

2. Date of Transfer of Claim: April 1, 2010
3. Type of Claim: General Unsecured
4. Amount of Claim: Not less than \$738,355.64
5. Date of Filing Proof of Claim: April 30, 2009
6. Claim No.: 12710 (the "Claim")
7. Transferor: Manufacturers and Traders Trust Company, as Trustee
c/o Hodgson Russ LLP
Attn: Deborah J. Piazza, Esq.
60 East 42nd Street, 37th Floor
New York, NY 10165

8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

PLEASE TAKE NOTICE that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated: 4/12/10

Dated: _____

TRANSFEROR:

TRANSFeree:

MANUFACTURERS AND TRADERS
TRUST COMPANY, AS TRUSTEE

4905 WACO LLC
By: Fairfield Financial Group Inc.,
Managing Member

By: 
Nancy L. George
Vice President

By: _____
Michael Mason
President

8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

PLEASE TAKE NOTICE that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated: _____

Dated: April 19, 2010

TRANSFEROR:

TRANSFeree:

MANUFACTURERS AND TRADERS
TRUST COMPANY, AS TRUSTEE

4905 WACO LLC
By: Fairfield Financial Group Inc.,
Managing Member

By: _____
Nancy L. George
Vice President

By: Michael J. Mason
Michael Mason
President

Date: May 4, 2010

Submitted by:

MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE

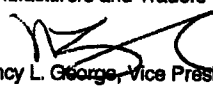
By: /s/ Augustus C. Epps, Jr.
Augustus C. Epps, Jr., Esquire (VSB No. 13254)
Michael D. Mueller, Esquire (VSB No. 38216)
Jennifer M. McLemore, Esquire (VSB No. 47164)
CHRISTIAN & BARTON, LLP
909 E. Main Street, Suite 1200
Richmond, Virginia 23219-3095
(804) 697-4129
(804) 697-6129 (facsimile)

Counsel for Manufacturers and Traders Trust Company, as Trustee

EXHIBIT A

#12710

B 10 (Official Form 10) (12/07)

UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA		PROOF OF CLAIM
<p style="text-align: center;">Debtor against which claim is asserted: (Check only <u>one</u> box below:)</p> <div style="display: flex; flex-wrap: wrap;"> <div style="width: 33%;"> <input checked="" type="checkbox"/> Circuit City Stores, Inc. (Case No. 08-35653) <input type="checkbox"/> Circuit City Stores West Coast, Inc. (Case No. 08-35654) <input type="checkbox"/> InterTAN, Inc. (Case No. 08-35655) <input type="checkbox"/> Ventoux International, Inc. (Case No. 08-35656) <input type="checkbox"/> Circuit City Purchasing Company, LLC (Case No. 08-35657) <input type="checkbox"/> CC Aviation, LLC (Case No. 08-35658) </div> <div style="width: 33%;"> <input type="checkbox"/> CC Distribution Company of Virginia, Inc. (Case No. 08-35659) <input type="checkbox"/> Circuit City Stores PR, LLC (Case No. 08-35660) <input type="checkbox"/> Circuit City Properties, LLC (Case No. 08-35661) <input type="checkbox"/> Orbyx Electronics, LLC (Case No. 08-35662) <input type="checkbox"/> Kinzer Technology, LLC (Case No. 08-35663) <input type="checkbox"/> Courchevel, LLC (Case No. 08-35664) </div> <div style="width: 33%;"> <input type="checkbox"/> Abbott Advertising, Inc. (Case No. 08-35665) <input type="checkbox"/> Mayland MN, LLC (Case No. 08-35666) <input type="checkbox"/> Patapsco Designs, Inc. (Case No. 08-35667) <input type="checkbox"/> Sky Venture Corporation (Case No. 08-35668) <input type="checkbox"/> XSstuff, LLC (Case No. 08-35669) <input type="checkbox"/> PRAHS, INC. (Case No. 08-35670) </div> </div>		
<p>Name of Creditor (the person or other entity to whom the debtor owes money or property): Manufacturers and Traders Trust Company, as Trustee</p> <p>Name and address where notices should be sent: c/o Hodgson Russ LLP Attn: Deborah J. Piazza, Esq. 60 East 42nd Street, 37th Floor New York, New York 10165</p> <p style="text-align: right;">Telephone number: (212) 661-3535</p>	<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. <p>Court Claim Number: _____ (If known)</p> <p>Filed on: _____</p>	
<p>Name and address where payment should be sent (if different from above): Manufacturers and Traders Trust Company, as Trustee One M&T Plaza Buffalo, New York 14203</p> <p style="text-align: right;">Telephone number: (716) 853-7960</p>	<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.	
<p>1. Amount of Claim as of Date Case Filed: <u>\$ Not less than \$738,355.64</u> (Refer to annexed Exhibit B)</p> <p>If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.</p> <p>If all or part of your claim is entitled to priority, complete item 5.</p> <p><input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.</p>		
<p>2. Basis for Claim: <u>Amounts due under Lease and related agreements - Store No. 1610 - Waco, TX</u> (See instruction #2 on reverse side.) (Refer to annexed Exhibits A and C)</p>		
<p>3. Last four digits of any number by which creditor identifies debtor: _____</p> <p>3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)</p>		
<p>4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.</p> <p>Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other</p> <p>Describe: _____</p> <p>Value of Property: \$ _____ Annual Interest Rate: _____ %</p> <p>Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____</p> <p>Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____</p>		
<p>6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.</p> <p>7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.)</p> <p>DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain: _____</p>		
<p>Date: <u>April 28, 2009</u></p>	<p>Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. Manufacturers and Traders Trust Company, as Trustee</p> <p>By:  Nancy L. George, Vice President, Corporate Trust Department</p>	

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

☒ Date Stamped Copy Returned
☐ No self addressed stamped envelope
☐ No copy to return



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**EXHIBIT A TO PROOF OF CLAIM FILED BY
MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE
WACO, TEXAS - STORE NO. 1610**

Manufacturers and Traders Trust Company, as Trustee ("M&T"), submits this Proof of Claim for claims arising in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CC - Investors 1995-2, Limited Partnership, as Landlord, dated September 20, 1995 related to the premises located at Waco, Texas, Store No. 1610, as more fully-described in the Lease (the "Lease"), which has been assigned to M&T as collateral security in accordance with various related lending and security agreements (the "Claim"). A copy of the Lease is annexed as Exhibit C to this Claim.

On March 3, 2009, the Court entered an Order Pursuant to Bankruptcy Code Sections 105(a), 365(a) and 554 and Bankruptcy Rule 6006 Authorizing Rejection of Certain Unexpired Leases of Nonresidential Real Property and Abandonment of Personal Property [Docket No. 2400] (the "Order"), authorizing the Debtors to reject the Lease effective February 23, 2009.

On March 26, 2009, the Court entered the Stipulation and Order [Docket No. 2762], providing that all rejection damage claims with respect to leases rejected pursuant either to an order of this Court entered on or after March 1, 2009 and prior to April 1, 2009, authorizing the rejection of one or more unexpired leases of nonresidential real property or to a notice given prior to April 1, 2009, pursuant to the Court's February 19, 2009 Order shall be deemed timely filed if filed on or before April 30, 2009, regardless of whether or not April 30, 2009 is more than thirty days after the applicable notice is given.

Pursuant to sections 502(a) and 502(b)(6) of the Bankruptcy Code, M&T has an aggregate claim in an amount not less than \$738,355.64 against the Debtors which represents: (1) rejection damages in the amount of \$571,783.91; (2) prepetition claims in the present amount of \$116,466.27; and (3) actual damages under the lease in the present amount of \$50,105.46. A detailed analysis and calculation of the Claim is annexed as Exhibit B.

M&T reserves the right to amend and/or supplement this Claim at any time and in any manner and/or to file additional proofs of claim for any additional amounts and/or claims that may be based on information not yet known, or the same or additional documents or grounds of liability, including, but not limited to, additional administrative expenses arising after the petition date.

This Claim is filed to protect M&T from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of M&T's rights, claims or defenses against any person, entity or property; (b) a waiver or release of M&T's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by M&T to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which M&T

may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving M&T, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

**EXHIBIT B TO PROOF OF CLAIM FILED BY
MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE
WACO, TEXAS (STORE NO. 1610)**

Claim Analysis and Calculation

**Lease between Circuit City Stores, Inc. and CC Investors 1995 - 2 L.P., dated Sept. 20, 1995
Store No. 1610 - Waco, Texas - 4905 West Waco Drive 76710**

Claim for Rejection Damages under 11 U.S.C. 502(b)(6)		
Total rent reserved through end of term (108 months):	\$3,811,892.76	
Fifteen percent of total rent reserved (above):	571,783.91	
Rent reserved for one year from Petition Date:	423,543.64	
Subtotal of Rejection Damages Claim (greater of the two):		\$571,783.91
Prepetition Claim		
Prepetition Rent Outstanding (10/1/08 - 11/9/08):	\$32,914.01	
Prepetition Taxes Outstanding:	83,552.26	
Prepetition Common Area Maintenance Outstanding:	To be determined ("TBD")	
Subtotal of Prepetition Claim:		\$116,466.27
Damages Under Lease		
Trustee Fees:	\$3,943.73	
Trustee's Attorneys Fees ¹ :	10,703.25	
Local Attorney's Fees:	13,855.06	
Insurance:	19,610.42	
Broker Opinions:	500.00	
Environmentals:	1,493.00	
Appraisal Fee:	TBD	
Landlord's Legal Costs:	TBD	
HVAC Repair:	TBD	
Inspection Fees:	TBD	
HVAC Inspection:	TBD	
Sign Removal:	TBD	
Re-key:	TBD	
Subtotal of Damages Under Lease:		\$50,105.46
TOTAL PROOF OF CLAIM:		\$738,355.64

¹ M&T reserves its right to amend and/or supplement this Claim at any time to reflect additional attorneys' fees incurred. Further, a portion of the attorneys' fees included herein may constitute an administrative expense amount and nothing set forth herein shall preclude M&T from asserting such amounts as part of an administrative expense claim..